

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Western District of Texas

Case number (if known): Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****06/22****If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.****1. Debtor's name**Bentoli, Inc.**2. All other names debtor used in the last 8 years**Bentoli Agrinutrition, Inc.Include any assumed names, trade names, and *doing business as names***3. Debtor's federal Employer Identification Number (EIN)**6 5 - 0 4 6 5 4 9 3**4. Debtor's address****Principal place of business****Mailing address, if different from principal place of business**116 Hoxie St

Number Street

Coupland, TX 78615-5035

City State ZIP Code

Williamson

County

Number Street

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)bentoli.com**6. Type of debtor**☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor Bentoli, Inc.
Name

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 9 2 9**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first subbox. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☒ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No

☐ Yes. Debtor _____ Relationship _____
District _____ When _____
Case number, if known _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Bentoli, Inc.
Name _____

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?☐ No

- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds?**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- ☒ 1-49 ☐ 50-99 ☐ 1,000-5,000 ☐ 5,001-10,000 ☐ 25,001-50,000 ☐ 50,000-100,000
- ☐ 100-199 ☐ 200-999 ☐ 10,001-25,000 ☐ More than 100,000

15. Estimated assets

- ☐ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☐ \$500,000,001-\$1 billion
- ☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion
- ☐ \$100,001-\$500,000 ☐ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion
- ☒ \$500,001-\$1 million ☐ \$100,000,001-\$500 million ☐ More than \$50 billion

Debtor Bentoli, Inc.
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures**WARNING --**

Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/01/2023
MM/ DD/ YYYY**X**/s/ John Robinson

Signature of authorized representative of debtor

John Robinson

Printed name

Title CEO**18. Signature of attorney****X**/s/ Ronald Smeberg

Signature of attorney for debtor

Date 10/01/2023
MM/ DD/ YYYYRonald Smeberg

Printed name

The Smeberg Law Firm

Firm name

4 Imperial Oaks

Number Street

San Antonio

City

TX
State78248-1609
ZIP Code(210) 695-6684

Contact phone

ron@smeberg.com
Email address24033967

Bar number

TX
State

Bentoli, Incorporated

Unanimous Written Consent of the Board of Directors

Pursuant to the provisions of the Florida Business Corporation Act and Bylaws (the “**Bylaws**”) of Bentoli, Inc., a Florida Corporation, (the “**Corporation**”), on this 29th day of September 2023; the undersigned, being all of the members of the Board of Directors of the Corporation (the “**Board**”), do hereby waive any formal notice of a meeting and unanimously consent that when the undersigned have executed this consent or a counterpart hereof, the resolutions set forth below (collectively, the “**Resolutions**”) shall be deemed to have been adopted to the same extent, and to have the same force and effect, as if adopted at a formal meeting of the Board, duly called and held for the purpose of acting upon proposals to adopt such resolutions pursuant to the second paragraph of Section 4 of Article II of the Bylaws:

ARTICLE I. Recitals

Commencement of Subchapter V Bankruptcy Case

WHEREAS, the Board has determined that it is in the best interests of the Corporation and its shareholders to authorize and empower management of the Corporation to file a Chapter 11 bankruptcy proceeding on behalf of the Corporation; and

WHEREAS, the Board desires to authorize the Corporation’s Interim CEO, John Robinson (“**J. Robinson**”), to retain all necessary professionals and to execute all documents reasonable and necessary in his business judgment to place the Corporation in a Sub-Chapter V bankruptcy (the “**Bankruptcy Case**”) with the United States Bankruptcy Court for the Western District of Texas, Austin Division (the “**Bankruptcy Court**”), to fulfill all the Corporation’s obligations under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), to pursue and defend all of the Corporation’s interests during and related to the Bankruptcy Case, to obtain plan confirmation, and to prosecute litigation on behalf of the Corporation; and

Secured Loan

WHEREAS, the Board previously approved (i) entering into a loan from William A. Robinson, Sr. (“**Robinson Sr.**” or the “**Original Lender**”) in the original maximum principal amount of up to \$200,000 (as subsequently increased to \$250,000) (the “**Loan**”), and (ii) pledging certain collateral to secure such loan, as evidenced by, among other things, a UCC filing and a deposit account control agreement (collectively, the “**Collateral**”); and

WHEREAS, the proceeds of the Loan are to be used to fund certain expenses by and on behalf of the Corporation and also to reimburse the Original Lender for certain fees, costs and expenses pursuant to the terms of the Loan; and

WHEREAS, the Original Lender assigned all of its interest in the Loan to Liminality Ventures LLC, a Texas limited liability company (the “**New Lender**”), an entity owned and controlled by J. Robinson, and the New Lender (a) agreed to increase the availability under the Loan to \$400,000 (the “**Amended Loan**”), and (b) required that (i) the Corporation pledge to New Lender a security interest in the Corporation’s registered trademarks and (ii) Robinson, Sr. pledge his shares in the Corporation as additional security for the Amended Loan (collectively, and along with the Collateral, the “**Collateral Package**”); and

WHEREAS, the New Lender has (x) consented to the use of its “cash collateral” (as defined in the Bankruptcy Code) in the Bankruptcy Case, and (y) agreed to provide post-petition financing in connection with the Bankruptcy Case (the “**DIP Loan**”) to enable the Corporation to successfully reorganize, as summarized in the DIP Term Sheet attached hereto as Exhibit A (as it may be amended or modified consistent with the authority set forth herein, the “**DIP Term Sheet**”); and

WHEREAS, the terms and provisions of the DIP Term Sheet are intended to be set forth in appropriate filings with the Bankruptcy Court (the “**DIP Pleadings**”) and, to the extent of any inconsistency between the DIP Term Sheet and the DIP Pleadings, the DIP Pleadings shall control; and

The Plan

WHEREAS, the Corporation has developed a plan of reorganization for the Bankruptcy Case (the “**Plan**”) in consultation with its advisors; and

WHEREAS, the summary of the salient terms of the Plan are set forth in the Plan Term Sheet attached hereto as Exhibit B (the “**Plan Term Sheet**”) pursuant to which, among other things, the Corporation will seek confirmation of the Plan (as it may be amended or modified consistent with the authority set forth herein); and

WHEREAS, a feature of the Plan is that the New Lender may elect to convert a portion of the DIP Loan and/or the Amended Loan into up to one hundred percent of the equity of the Corporation pursuant to the terms and conditions of the Plan (the “**Equity Conversion Feature**”); and

Advisory Firms

WHEREAS, the Corporation retained the law firm of Berger Singerman LLP to serve as Florida-based counsel to advise the Corporation in connection with various corporate governance matters and to advise the Corporation in connection with the Loan, the Amended Loan, the Collateral and the Collateral Package, so that the Corporation would and will receive independent counsel in connection with related party transactions; and

WHEREAS, Robinson Sr. has at all times been represented by Holland & Knight, LLP (“**H&K**”) in connection with his interests, including with respect to the Corporation and the Original Loan; and

WHEREAS, H&K represented the Corporation in connection with certain litigation in Travis County, Texas commenced by Alex Palencia and consulted with the Corporation regarding various matters unrelated to the Bankruptcy Case (the “**Prior Matters**”); and

WHEREAS, H&K will continue to represent Robinson Sr. on various matters and J. Robinson solely in his capacity as the New Lender and is hereby immediately withdrawing from the Prior Matters as set forth in an amended engagement letter pursuant to which the Corporation will expressly waive any conflicts of interest;

NOW, THEREFORE, the Board resolves as follows:

ARTICLE II. Resolutions

1. RESOLVED, that J. Robinson be and hereby is authorized to retain all necessary professionals and execute all documents reasonable and necessary in his business judgement to:
 - a. commence the Bankruptcy Case in the Bankruptcy Court on behalf of the Corporation;
 - b. fulfill all of the Corporation’s obligations in the Bankruptcy Case;
 - c. pursue and defend all of the Corporation’s interests during and related to the Bankruptcy Case;

- d. obtain confirmation of the Plan; and
 - e. Prosecute and defend all litigation on behalf of the Corporation in any jurisdiction including, but not limited to those arising under the Bankruptcy Code; and it is further
2. RESOLVED, that J. Robinson be and hereby is authorized on behalf of the Corporation to retain the Smeberg Law Firm, PLLC to take all actions in the Chapter 11 bankruptcy it deems reasonable and necessary to protect the Corporation's interests in accordance with the retainer agreement executed for that purpose and as directed by the Corporation's CEO; and it is further
3. RESOLVED, that J. Robinson be and hereby is authorized to retain and employ (i) BDF Law Group as special litigation counsel and in connection with the state court suit brought by Palencia; (ii) HMP Advisory Holdings, LLC, d/b/a Harney Partners, as financial advisors; and (iii) other professionals as needed, in addition to the Smeberg Law Firm, PLLC as general bankruptcy counsel (collectively, the "**Restructuring Professionals**"); and in connection with the retention of the Restructuring Professionals, authorizes and directs J. Robinson to execute retention agreements, pay retainers, prior to, immediately upon and after the filing of the Bankruptcy Case, and to cause to be filed an application for authority to retain the services of the Restructuring Professionals; and it is further
4. RESOLVED that J. Robinson (the "**Authorized Person**") be, and hereby is, authorized, empowered and directed for and on behalf of the Corporation, to execute and deliver on behalf of the Corporation such other documents, to take, or cause to be taken, such further action for and on behalf of the Corporation as such Authorized Person shall deem necessary or appropriate to enable the Corporation to perform its obligations and exercise its rights under Chapter 11 and otherwise to carry out the intent and purpose of the foregoing resolutions and the transactions contemplated thereby; and it is further
5. RESOLVED, that any and all actions heretofore taken, and any and all things theretofore done, by J. Robinson or other representatives of the Corporation in connection with, or with respect to, the matters referred to in the foregoing resolutions be, and they hereby are, confirmed, ratified and approved as authorized and valid acts taken on behalf of the Corporation; and it is further
6. RESOLVED, that J. Robinson be and hereby is authorized to direct the Restructuring Professionals to draft and file a Plan that is consistent with the Plan Term Sheet and the DIP Term Sheet, which are attached hereto as **Exhibit A** and **Exhibit B**, respectively; and it is further
7. RESOLVED, that J. Robinson be and hereby is authorized to modify any debtor-in-possession loan or the plan of reorganization of the Corporation, provided that the economic substance thereof is not materially modified without further authority of the Board; and it is further
8. RESOLVED, that the Board hereby expressly waives any and all actual or potential conflicts of interest in connection with any and all actions by (a) Robinson Sr. in his capacities as (i) majority shareholder of the Corporation, (ii) member of the Board, (iii) unsecured creditor of the Corporation, and (iv) Lender, or otherwise, and (b) J. Robinson in his capacities as (1) Interim CEO, (2) serving as an agent on behalf of Robinson Sr., (3) principal of the New Lender, (4) the Authorized Person, (5) providing the DIP Loan, (6) creditor of the Corporation (in his own capacity and on behalf of any entities that he owns or controls), and (7) taking the actions necessary to implement the Plan, or otherwise. The Board acknowledges and confirms full disclosure of all relevant facts by Robinson Sr. and J. Robinson, and that all actions taken by such individuals have benefitted the Corporation and its shareholders; and it is further

9. RESOLVED, that these resolutions and actions shall be the actions of the Board of Directors of the Corporation, and the Secretary or any Assistant Secretary of the Corporation is hereby directed to place this Written Consent of the Board of Directors with the records of the proceedings of the Board of Directors of the Corporation; and it is further
10. RESOLVED, that this Written Consent may be signed in counterparts, each of which shall be deemed an original, which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Board of Directors of Bentoli, Incorporated have executed this Written Consent the 29th day of September, 2023.

Board of Directors

DocuSigned by:
BY: William A. Robinson, Sr.
0736D45CD7FF4DE...
William A. Robinson, Sr., Director

DocuSigned by:
BY: William A. Robinson, Jr.
92239661C86C4FA...
William A. Robinson, Jr., Director

Fill in this information to identify the case:

Debtor name Bentoli, Inc.

United States Bankruptcy Court for the:

Western District of Texas

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Alexander Palencia 8950 Sw 75th St # 1605 Miami, FL 33173-3439		Litigation	Contingent Disputed Unliquidated			\$750,000.00
2	Frank A. Maresma 6750 Sw 73rd Ct Miami, FL 33143-2923		Litigation	Contingent Disputed Unliquidated			\$665,000.00
3							
4							
5							
6							
7							
8							

Debtor Bentoli, Inc.
Name _____

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

Fill in this information to identify the case:

Debtor Name Bentoli, Inc.

United States Bankruptcy Court for the: Western District of Texas
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☐ No. Go to Part 2.
- ☒ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	Current value of debtor's interest
3.1. <u>Seacoast National Bank</u>	<u>Checking account</u>	<u>1 7 7 9</u>	<u>\$211.95</u>
3.2. <u>Independent Bank</u>	<u>Checking account</u>	<u>9 9 6 5</u>	<u>\$4,482.47</u>

4. Other cash equivalents (Identify all)

4.1 _____	_____
4.2 _____	_____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$4,694.42

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- ☐ No. Go to Part 3.
- ☒ Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1 <u>116 Hoxie LLC</u>	<u>\$9,147.00</u>
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Debtor Bentoli, Inc.
Name

Case number (if known) _____

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1 <u>OSPREY Biotech</u>	<u>\$1,882.91</u>
8.2 <u>Harney Partners (retainer funds as of September 29, 2023)</u>	<u>\$9,550.00</u>
8.3 <u>BDFTE, LLP (retainer funds as of September 29, 2023)</u>	<u>\$5,640.00</u>
8.4 <u>Smeberg Law Firm, PLLC (retainer funds as of September 29, 2023)</u>	<u>\$8,690.00</u>

9. Total of Part 2

Add lines 7 through 8. Copy the total to line 81.

\$34,909.91**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
- ☒ Yes. Fill in the information below.

Current value of
debtor's interest**11. Accounts receivable**

11a. 90 days old or less:	<u>\$540,004.77</u>	-	<u>\$35,507.34</u>	=..... →	<u>\$504,497.43</u>
	face amount		doubtful or uncollectible accounts		
11b. Over 90 days old:	<u>\$340,340.41</u>	-	<u>\$340,340.41</u>	=..... →	<u>\$0.00</u>
	face amount		doubtful or uncollectible accounts		

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$504,497.43**Part 4: Investments****13. Does the debtor own any investments?**

- ☒ No. Go to Part 5.
- ☐ Yes. Fill in the information below.

Valuation method used
for current valueCurrent value of
debtor's interest**14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1 _____	_____	_____
14.2 _____	_____	_____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of
ownership:

15.1. _____	_____	_____	_____
15.2. _____	_____	_____	_____

Debtor Bentoli, Inc.
Name

Case number (if known) _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1 _____

16.2 _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**☐ No. Go to Part 6.☒ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
<u>Input ingredients and packaging</u>	<u>06/30/2023</u> MM / DD / YYYY	<u>\$77,740.00</u>	<u>Landed Cost Basis</u>	<u>\$77,740.00</u>
20. Work in progress				
_____	_____	_____	_____	_____
	MM / DD / YYYY			
21. Finished goods, including goods held for resale				
<u>Livestock feed and supplements available for sale to customers</u>	<u>06/30/2023</u> MM / DD / YYYY	<u>\$75,430.00</u>	<u>Raw Material, Freight, Labor</u>	<u>\$75,430.00</u>
22. Other inventory or supplies				
_____	_____	_____	_____	_____
	MM / DD / YYYY			
23. Total of Part 5				
Add lines 19 through 22. Copy the total to line 84.				<u>\$153,170.00</u>

24. Is any of the property listed in Part 5 perishable?☒ No☐ Yes**25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**☒ No☐ Yes. Book value _____ Valuation method _____ Current value _____**26. Has any of the property listed in Part 5 been appraised by a professional within the last year?**☒ No☐ Yes**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

Debtor Bentoli, Inc.
Name

Case number (if known) _____

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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28. Crops—either planted or harvested

--	--	--	--

29. Farm animals *Examples:* Livestock, poultry, farm-raised fish

--	--	--	--

30. Farm machinery and equipment (Other than titled motor vehicles)

--	--	--	--

31. Farm and fishing supplies, chemicals, and feed

--	--	--	--

32. Other farming and fishing-related property not already listed in Part 6

--	--	--	--

33. Total of Part 6

Add lines 28 through 32. Copy the total to line 85.

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34. Is the debtor a member of an agricultural cooperative?

- ☒ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- ☒ No
- ☐ Yes. Book value _____ Valuation method _____ Current value _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- ☒ No
- ☐ Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.
- ☒ Yes. Fill in the information below.

Debtor Bentoli, Inc.
Name

Case number (if known) _____

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture 6 desks and chairs, 10 filing cabinets, 2 printers, 1 water dispenser, 3 desktop computers, 3 laptop computers, 1 reception sofa and chair, 1 coffee room table, 5 chairs	unknown		\$2,000.00
40. Office fixtures _____	_____	_____	_____
41. Office equipment, including all computer equipment and communication systems equipment and software <u>Lab equipment</u>	unknown	Cost	\$13,792.00
<u>Warehouse equipment</u>	unknown	Cost	\$7,090.00
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles 42.1 _____ 42.2 _____ 42.3 _____	_____ _____ _____	_____ _____ _____	_____ _____ _____
43. Total of Part 7 Add lines 39 through 42. Copy the total to line 86.			\$22,882.00
44. Is a depreciation schedule available for any of the property listed in Part 7? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
45. Has any of the property listed in Part 7 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
Part 8: Machinery, equipment, and vehicles			
46. Does the debtor own or lease any machinery, equipment, or vehicles? <input type="checkbox"/> No. Go to Part 9. <input checked="" type="checkbox"/> Yes. Fill in the information below.			
General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles 47.1 <u>2016 Volkswagen Golf</u>	<u>\$3,500.00</u>	<u>Kelly Blue Book</u>	<u>\$3,500.00</u>
48. Watercraft, trailers, motors, and related accessories <i>Examples:</i> Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			

Debtor Bentoli, Inc.
Name

Case number (if known) _____

48.1 _____

48.2 _____

49. **Aircraft and accessories**

49.1 _____

49.2 _____

50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

51. **Total of Part 8**

Add lines 47 through 50. Copy the total to line 87.

\$3,500.0052. **Is a depreciation schedule available for any of the property listed in Part 8?**☒ No☐ Yes53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**☒ No☐ Yes**Part 9:** Real property54. **Does the debtor own or lease any real property?**☐ No. Go to Part 10.☒ Yes. Fill in the information below.55. **Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 Commercial lease at 116 Hoxie Street / 116 Hoxie St Coupland, TX 78615-5035	<u>Lease</u>	<u>unknown</u>		<u>unknown</u>

56. **Total of Part 9**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

57. **Is a depreciation schedule available for any of the property listed in Part 9?**☒ No☐ Yes58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**☒ No☐ Yes**Part 10:** Intangibles and intellectual property

Debtor Bentoli, Inc.
Name

Case number (if known) _____

59. Does the debtor have any interests in intangibles or intellectual property?

- ☐ No. Go to Part 11.
- ☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets <u>See list of registered trademarks</u>	<u>unknown</u>		<u>unknown</u>
61. Internet domain names and websites <u>bentoli.com</u>	<u>unknown</u>		<u>unknown</u>
62. Licenses, franchises, and royalties <u>License agreements with Thailand and India affiliates</u>	<u>unknown</u>		<u>unknown</u>
63. Customer lists, mailing lists, or other compilations _____	_____	_____	_____
64. Other intangibles, or intellectual property <u>Product formulations</u>	<u>unknown</u>		<u>unknown</u>
65. Goodwill _____	_____	_____	_____
66. Total of Part 10 Add lines 60 through 65. Copy the total to line 89.			<div style="border: 1px solid black; width: 100px; height: 20px; margin: 0 auto;"></div>

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☒ No
- ☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No
- ☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
- ☒ Yes. Fill in the information below.

Current value of debtor's interest

Debtor Bentoli, Inc.
Name

Case number (if known) _____

71. **Notes receivable**

Description (include name of obligor)

_____	_____	-	_____	=	→	_____
	Total face amount		doubtful or uncollectible amount			

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

<u>Net Operation Loss of \$496,732</u>	Tax year <u>2021</u>	<u>unknown</u>
<u>\$1,335,415 Capital Loss Carry Forward</u>	Tax year <u>2021</u>	<u>unknown</u>
<u>Section 1231 Available for Recapture \$288,953</u>	Tax year <u>2021</u>	<u>unknown</u>
<u>NOL/Capital Loss Carry Forward/Recapture</u>	Tax year <u>2022</u>	<u>unknown</u>

73. **Interests in insurance policies or annuities**

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

Potential Claims against Frank Maresma and Sana Care, including but not limited to, fraudulent transfer, usury, preference, self dealing, theft, fraud, unjust enrichment, and breach of fiduciary duty.

unknown

Nature of claim _____

Amount requested unknown

Potential Claims against Alexander Palencia, and Divendi Americas, Inc., including but not limited to, fraudulent transfer, usury, preference, self dealing, theft, fraud, unjust enrichment, and breach of fiduciary duty.

unknown

Nature of claim _____

Amount requested unknown75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

Nature of claim _____

Amount requested _____

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

78. **Total of Part 11**

Add lines 71 through 77. Copy the total to line 90.

Debtor Bentoli, Inc.
Name

Case number (if known) _____

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

☒ No☐ Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	<u>\$4,694.42</u>	
81. Deposits and prepayments. Copy line 9, Part 2.	<u>\$34,909.91</u>	
82. Accounts receivable. Copy line 12, Part 3.	<u>\$504,497.43</u>	
83. Investments. Copy line 17, Part 4.	<u> </u>	
84. Inventory. Copy line 23, Part 5.	<u>\$153,170.00</u>	
85. Farming and fishing-related assets. Copy line 33, Part 6.	<u> </u>	
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	<u>\$22,882.00</u>	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	<u>\$3,500.00</u>	
88. Real property. Copy line 56, Part 9..... →		<u>unknown</u>
89. Intangibles and intellectual property. Copy line 66, Part 10.	<u>unknown</u>	
90. All other assets. Copy line 78, Part 11.	+ <u>unknown</u>	
91. Total. Add lines 80 through 90 for each column.....91a.	<u>\$723,653.76</u>	+ 91b. <u> </u>
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		<u>\$723,653.76</u>

Schedule A/B Part 10

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Owner</u>
SEMALEX	5289183	9/19/2017	Bentoli, Inc.
FLAMOTIN	5289182	9/19/2017	Bentoli, Inc.
SACROCELL	5289161	9/19/2017	Bentoli, Inc.
AQUASAVOR	5274619	8/29/2017	Bentoli, Inc.
AMONEX	5254648	8/1/2017	Bentoli, Inc.
PEGAZYME	5213186	5/30/2017	Bentoli, Inc.
RUMICELL	5199889	5/9/2017	Bentoli, Inc.
KANIMAX	5199839	5/9/2017	Bentoli, Inc.
EFINOL	5199755	5/9/2017	Bentoli, Inc.
FIXAR	3200943	1/23/2007	Bentoli, Inc.
PROKURA	3063176	2/28/2006	Bentoli, Inc.
PEGABIND	3073206	3/28/2006	Bentoli, Inc.
BENTOLI	3063038	2/28/2006	Bentoli, Inc.

Fill in this information to identify the case:

Debtor name Bentoli, Inc.United States Bankruptcy Court for the: Western District of Texas
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A
Amount of claim
Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2.1 Creditor's name

Liminality Ventures, LLC

Describe debtor's property that is subject to a lien

\$322,160.65unknown

Creditor's mailing address

301 West Ave, Unit 4603Austin, TX 78601

Describe the lien

Claim is secured by all assets as set forth in various security agreements and per UCC-3 filing.

Date debt was incurred

Last 4 digits of account number

Is the creditor an insider or related party?

- ☐ No
- ☒ Yes

Is anyone else liable on this claim?

- ☒ No
- ☐ Yes. Fill out Schedule H: Codebtors (Official Form 206H).

Do multiple creditors have an interest in the same property?

- ☒ No
- ☐ Yes. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$483,468.65

Debtor Bentoli, Inc.
Name

Case number (if known) _____

Part 1: Additional Page*Column A***Amount of claim**Do not deduct the value
of collateral.*Column B***Value of collateral
that supports this
claim****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

2.2 Creditor's name <u>U.S. Small Business Administration</u>	Describe debtor's property that is subject to a lien	<u>\$161,308.00</u>	<u>unknown</u>
Creditor's mailing address <u>409 3rd St, SW</u> <u>Washington, DC 20416</u>	_____ _____ _____		
Creditor's email address, if known _____	Describe the lien <u>Claim is secured by all personal tangible and intangible property per UCC-1 filings.</u>		
Date debt was incurred _____	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
Last 4 digits of account number _____	Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H).		
Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. _____ _____ <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines _____.	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		

Fill in this information to identify the case:

Debtor name Bentoli, Inc.

United States Bankruptcy Court for the:
Western District of Texas

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507)

☐ No. Go to Part 2.

☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

2.1 Priority creditor's name and mailing address

INTERNAL REVENUE SERVICE

Special Procedures - Insolvency

P.O. BOX 21126

PHILADELPHIA, PA 19114

Date or dates debt was incurred

Last 4 digits of account
number

Specify Code subsection of PRIORITY unsecured
claim: 11 U.S.C. § 507(a)

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Basis for the Claim: _____

Is the claim subject to offset?

☒ No

☐ Yes

Total claim

unknown

Priority amount

unknown

2.2 Priority creditor's name and mailing address

Texas Comptroller of Public Account

Attn: Bankruptcy

Po Box 149359

Austin, TX 78714-9359

Date or dates debt was incurred

Last 4 digits of account
number

Specify Code subsection of PRIORITY unsecured
claim: 11 U.S.C. § 507(a)

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Basis for the Claim: _____

Is the claim subject to offset?

☒ No

☐ Yes

unknownunknown

Debtor Bentoli, Inc.
Name

Case number (if known) _____

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

			Amount of claim
3.1	Nonpriority creditor's name and mailing address <u>Alexander Palencia</u> <u>8950 Sw 75th St # 1605</u> <u>Miami, FL 33173-3439</u> Date or dates debt was incurred <u>2/22/2022</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Litigation</u> Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	<u>\$750,000.00</u>
3.2	Nonpriority creditor's name and mailing address <u>Edward Steve Robinson</u> <u>39/536 Sunshine, Soi Nichada</u> <u>Thani, Pakkret Dst, Nonthaburri,</u> <u>Thailand 11120,</u> Date or dates debt was incurred _____ Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$703.00</u>
3.3	Nonpriority creditor's name and mailing address <u>Frank A. Maresma</u> <u>6750 Sw 73rd Ct</u> <u>Miami, FL 33143-2923</u> Date or dates debt was incurred _____ Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Litigation</u> Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	<u>\$665,000.00</u>
3.4	Nonpriority creditor's name and mailing address <u>John C. Robinson</u> <u>301 West Ave Unit 4603</u> <u>Austin, TX 78701-4761</u> Date or dates debt was incurred _____ Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Share purchase agreement</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$353,409.00</u>

Debtor Bentoli, Inc.
Name

Case number (if known) _____

Part 2: Additional Page

3.5	Nonpriority creditor's name and mailing address <u>William A. Robinson, Jr.</u> <u>168 Ridgewood Dr</u> <u>Brewster, MA 02631-1044</u> Date or dates debt was incurred _____ Last 4 digits of account number ____ _	As of the petition filing date, the claim is: <u>\$45,200.00</u> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Shareholder Loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.6	Nonpriority creditor's name and mailing address <u>William A. Robinson, Sr.</u> <u>Calle Don Ramon de la Cruz 71</u> <u>Madrid, Spain 28001,</u> Date or dates debt was incurred _____ Last 4 digits of account number ____ _	As of the petition filing date, the claim is: <u>\$12,341.90</u> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Shareholder Loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor **Bentoli, Inc.**
Name

Case number (if known) _____

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**5. Add the amounts of priority and nonpriority unsecured claims.****Total of claim amounts**5a. **Total claims from Part 1**5a. **\$0.00**5b. **Total claims from Part 2**5b. **+** **\$1,826,653.90**5c. **Total of Parts 1 and 2**
Lines 5a + 5b = 5c.5c. **\$1,826,653.90**

Fill in this information to identify the case:

Debtor name Bentoli, Inc.

United States Bankruptcy Court for the:

Western District of TexasCase number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	State what the contract or lease is for and the nature of the debtor's interest	<u>Office space</u> <u>Contract to be REJECTED</u>	<u>116 Hoxie, LLC</u> <u>116 Hoxie St</u> <u>Coupland, TX 78615-5035</u>
	State the term remaining	<u>25 months</u>	
	List the contract number of any government contract		
2.2	State what the contract or lease is for and the nature of the debtor's interest	<u>Inventory software subscription</u>	<u>Fishbowl Inventory</u> <u>508 Technology Ave Bldg C</u> <u>Orem, UT 84097-6210</u>
	State the term remaining	<u>0 months</u>	
	List the contract number of any government contract		
2.3	State what the contract or lease is for and the nature of the debtor's interest	<u>Financial software subscription</u>	<u>Intuit</u> <u>2632 Marine Way</u> <u>Mountain View, CA 94043-1126</u>
	State the term remaining	<u>0 months</u>	
	List the contract number of any government contract		
2.4	State what the contract or lease is for and the nature of the debtor's interest	<u>Voice Over IP services</u>	<u>AT&T</u> <u>Po Box 5017</u> <u>Carol Stream, IL 60197-5017</u>
	State the term remaining	<u>0 months</u>	
	List the contract number of any government contract		

Debtor Bentoli, Inc.
Name

Case number (if known) _____

Additional Page if Debtor Has More Executory Contracts or Unexpired Leases

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.5	State what the contract or lease is for and the nature of the debtor's interest	<u>CRM software</u>	<u>UpCurve Cloud</u>
	State the term remaining	<u>0 months</u>	<u>10801 National Blvd Ste 410</u>
	List the contract number of any government contract		<u>Los Angeles, CA 90064-4143</u>
2.6	State what the contract or lease is for and the nature of the debtor's interest	<u>Affiliate license agreement with Thailand affiliate</u>	<u>Bentoli Agrinutrition Co Ltd</u>
	State the term remaining	<u>0 months</u>	<u>333/52-53 Moo 6, Tambon Bangpla, Amphur Ba Samutprakarn</u>
	List the contract number of any government contract		<u>10540 THAILAND</u>
2.7	State what the contract or lease is for and the nature of the debtor's interest	<u>Affiliate licensing agreements with India affiliate</u>	<u>Bentoli Agrinutrition India Pvt. Ltd</u>
	State the term remaining	<u>0 months</u>	<u>No: 3F2, 3rd Floor, Front Block, Metro Twr</u>
	List the contract number of any government contract		<u>#115 Poonamallee High Road</u>
			<u>Chennai 600084,</u>
2.8	State what the contract or lease is for and the nature of the debtor's interest	<u>Business management software</u>	<u>Quickbase</u>
	State the term remaining	<u>0 months</u>	<u>290 Congress St</u>
	List the contract number of any government contract		<u>Boston, MA 02210-1033</u>
2.9	State what the contract or lease is for and the nature of the debtor's interest	<u>CRM platform services</u>	<u>Hubspot</u>
	State the term remaining	<u>0 months</u>	<u>2 Canal Park</u>
	List the contract number of any government contract		<u>Cambridge, MA 02141-2231</u>

Fill in this information to identify the case:

Debtor name Bentoli, Inc.

United States Bankruptcy Court for the: Western District of Texas
(State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, **Schedules D-G**. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 <u>Edward Steve Robinson</u>	<u>39/536 Sunshine</u> Street <u>Soi Nichada Thani, Samakee Road</u> <u>Pakkret District, Nonthaburi, Thailand, 11120</u> City State ZIP Code	<u>Alexander Palencia</u>	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.2 <u>Robinson Sr, William</u>	<u>Calle Don Ramon de la Cruz 71</u> Street <u>Madrid, Spain, NC 28001</u> City State ZIP Code	<u>Alexander Palencia</u> <u>U.S. Small Business Administration</u>	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G <input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 <u>William A. Robinson, Jr.</u>	<u>168 Ridgewood Drive</u> Street <u>Brewster, MA 02613-1044</u> City State ZIP Code	<u>Alexander Palencia</u>	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.4 _____	_____ Street _____ City State ZIP Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5 _____	_____ Street _____ City State ZIP Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor Bentoli, Inc.
Name _____

Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.6 _____	_____ Street _____ _____ City State ZIP Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor name Bentoli, Inc.United States Bankruptcy Court for the:
Western District of TexasCase number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 206Sum****Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1:** Summary of Assets**1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)**1a. Real Property:**Copy line 88 from *Schedule A/B*.....\$0.00**1b. Total personal property:**Copy line 91A from *Schedule A/B*.....\$723,653.76**1c. Total of all property:**Copy line 92 from *Schedule A/B*.....\$723,653.76**Part 2:** Summary of Liabilities**2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*.....\$483,468.65**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*.....\$0.00**3b. Total amount of claims of non-priority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*.....**+** \$1,826,653.90**4. Total liabilities**.....

Lines 2 + 3a + 3b

\$2,310,122.55

Fill in this information to identify the case:

Debtor name Bentoli, Inc.

United States Bankruptcy Court for the:

Western District of Texas

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *A Summary of Assets and Liabilities for Non-Individuals* (Official Form 206A-Summary)
- ☐ *Amended Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/01/2023
MM/ DD/ YYYY

X/s/ John Robinson

Signature of individual signing on behalf of debtor

John Robinson

Printed name

CEO

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Bentoli, Inc.United States Bankruptcy Court for the:
Western District of Texas

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy** 04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue

Check all that apply

Gross revenue

(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From 07/01/2023 to Filing date
MM/ DD/ YYYY☒ Operating a business\$608,562.64☐ Other _____

For prior year:

From 07/01/2022 to 06/30/2023
MM/ DD/ YYYY MM/ DD/ YYYY☒ Operating a business\$4,365,018.62☐ Other _____

For the year before that:

From 07/01/2021 to 06/30/2022
MM/ DD/ YYYY MM/ DD/ YYYY☒ Operating a business\$5,787,245.90☐ Other _____**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None**Description of sources of revenue****Gross revenue from each source**

(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From 07/01/2022 to Filing date
MM/ DD/ YYYY

For prior year:

From 07/01/2021 to 06/30/2022
MM/ DD/ YYYY MM/ DD/ YYYY

For the year before that:

From 07/01/2020 to 06/30/2021
MM/ DD/ YYYY MM/ DD/ YYYY

PPP Loan Forgiveness

\$139,912.50

Bentoli, Inc.
Name

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. <u>See Attached</u> Creditor's name			<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other _____
Street			
City State ZIP Code			

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or co-signed by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. <u>William A. Robinson Jr.</u> Creditor's name		<u>\$11,551.45</u>	
<u>168 Ridgewood Dr</u> Street			
<u>Brewster, MA 02631-1044</u> City State ZIP Code			
Relationship to debtor <u>Shareholder, Director, and Secretary</u>			
4.2. <u>Nassim Hill Properties LP</u> Creditor's name		<u>\$25,298.94</u>	
<u>508 E. 53rd Street 102</u> Street			
<u>Austin, TX 78752</u> City State ZIP Code			
Relationship to debtor <u>Affiliate of Debtor's CEO John Robinson.</u>			

Bentoli, Inc.

Case number (if known)

Name

4.3.	<u>Frank A. Maresma</u> Creditor's name <u>6750 Sw 73rd Ct</u> Street <u>Miami, FL 33143-2923</u> City State ZIP Code <div style="background-color: #cccccc; padding: 2px;">Relationship to debtor</div>	\$76,070.45	
4.4.	<u>Carlos Robinson Salvatierra</u> Creditor's name <u>3701 Quick Hill Rd # 16</u> Street <u>Austin, TX 78728-1123</u> City State ZIP Code <div style="background-color: #cccccc; padding: 2px;">Relationship to debtor</div> <u>Contractor and relative of Debtor's principals</u>	\$57,934.94	Commissions
4.5.	<u>BMEX ANIMAL NUTRITION S DE RL DE CV</u> Creditor's name <u>SANTA FE CUAJIMALPA. CUAJIMALPADE</u> MORELO Street <u>PROLONGACION VASCO DE QUIROGA</u> 4309 C201 <u>CIUDAD DE MEXICO, MX,</u> City State ZIP Code <div style="background-color: #cccccc; padding: 2px;">Relationship to debtor</div>	4/7/23 \$10,000.00	
4.6.	<u>Bentoli Agrinutrition Thailand Co. Ltd.</u> Creditor's name <u>Suvarnabhumi Road, Bangpla, Bangplee</u> Street <u>333/52-53 Soi Project TIP 8 Moo6, Lieb Klong</u> <u>Samutprakarn 10540 Thailand,</u> City State ZIP Code <div style="background-color: #cccccc; padding: 2px;">Relationship to debtor</div>	\$48,320.00	
4.7.	<u>Bentoli Agrinutrition del Ecuador S.A.</u> Creditor's name <u>Flamingo 209, 2do Piso Bldg.</u> Street <u>Guayaquil, Guayas, Ecuador,</u> City State ZIP Code <div style="background-color: #cccccc; padding: 2px;">Relationship to debtor</div>	\$11,650.00	

Name

4.8. Sana Care \$276,023.40
 Creditor's name
8085 Nw 68th St
 Street

Miami, FL 33166-2794
 City State ZIP Code

Relationship to debtor

Affiliate of Frank Maresna

4.9. Holland & Knight LLP 05/15/2023 \$178,354.72
 Creditor's name
98 San Jacinto Blvd Ste 1900 05/16/2023
 Street
06/14/2023

Austin, TX 78701-4238 07/05/2023
 City State ZIP Code

Relationship to debtor

Attorney of Insider

07/18/2023

08/07/2023

09/20/2023

09/27/2023

09/28/2023

4.10. 16) Waller Lansden Dortch & Davis, LLP 12/20/2022 \$37,660.65
 Creditor's name
100 Congress Ave Unit 1800 01/01/2022
 Street
02/15/2023

Austin, TX 78701
 City State ZIP Code

Relationship to debtor

Attorney of Insider

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
-----------------------------	-----------------------------	------	-------------------

5.1. _____
 Creditor's name

 Street

 City State ZIP Code

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
6.1. _____ Creditor's name _____ Street _____ City State ZIP Code	XXXX- _ _ _ _	_____	_____

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. <u>Alexander Palencia v. Bentoli, Inc. et al.</u> <u>Case number</u> <u>D-1-GN-22-006655</u>	_____	<u>419th District Court</u> Name <u>1700 Guadalupe Fl. 11</u> Street <u>Austin, TX 78701</u> City State ZIP Code	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
8.1. _____ Custodian's name _____ Street _____ City State ZIP Code	_____ <u>Case title</u> _____ <u>Case number</u> _____ <u>Date of order or assignment</u> _____	_____ <u>Court name and address</u> _____ Name _____ Street _____ City State ZIP Code

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☐ None

Bentoli, Inc.

Case number (if known)

Name

9.1.	Recipient's name and address	Description of the gifts or contributions	Dates given	Value
	Cuero Livestock Show Recipient's name		5/23/2023	\$1,500.00
	208 Hucheson Street		2/25/2022	
	Cuero, TX City State ZIP Code			
	Recipient's relationship to debtor			

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

10.1.	Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

11.1.	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
	The Smeberg Law Firm PLLC	Bankruptcy retainer	08/31/2023	\$15,000.00
	Address 4 Imperial Oaks Street	Bankruptcy retainer	09/26/2023	\$17,000.00
	San Antonio, TX 78248-1609 City State ZIP Code			
	Email or website address			
	Who made the payment, if not debtor?			

Name

11.2.	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
	Harney Partners		07/05/2023	\$5,000.00
	Address		08/18/2023	\$4,350.00
	8911 N Capital of Texas Hwy Ste 2120 Street		09/28/2023	\$19,750.00
	Austin, TX 78759-7200 City State ZIP Code			
	Email or website address			
	Who made the payment, if not debtor?			

11.3.	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
	BDFTE, LLP	Retainer	09/29/2023	\$20,000.00
	Address			
	4004 Belt Line Rd 100 Street			
	Addison, TX City State ZIP Code			
	Email or website address			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

12.1.	Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
	Trustee			

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

13.1.	Who received the transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
	<div>Address</div> <div>Street</div> <div>CityStateZIP Code</div> <div>Relationship to debtor</div>			

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

	Address	Dates of occupancy
14.1.	<div>15908 E Us Highway 290</div> <div>Street</div> <div>Elgin, TX 78621-4156</div> <div>CityStateZIP Code</div>	From <u>January 2010</u> To <u>August 2022</u>

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
—diagnosing or treating injury, deformity, or disease, or
—providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. _____ Facility name _____ Street _____ City State ZIP Code	_____ _____ _____ Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	_____ How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?
☒ No.
☐ Yes. State the nature of the information collected and retained. _____
 Does the debtor have a privacy policy about that information?
☐ No
☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?
☒ No. Go to Part 10.
☐ Yes. Does the debtor serve as plan administrator?
☐ No. Go to Part 10.
☐ Yes. Fill in below:

Name of plan	Employer identification number of the plan
_____	EIN: _ _ - _ _ _ _ _

Has the plan been terminated?
☐ No
☐ Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts
 Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
 Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.
☐ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1 Banesco USA Name 150 Alhambra Cir Ste 100 Street _____ Coral Gables, FL 33134-4523 City State ZIP Code	XXXX- 6 9 1 4	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other	9/25/2023	\$1,686.46

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

19.1	Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
	Name			<input type="checkbox"/> No
	Street			<input type="checkbox"/> Yes
	City State ZIP Code	Address		

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

20.1	Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
	Name			<input type="checkbox"/> No
	Street			<input type="checkbox"/> Yes
	City State ZIP Code	Address		

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
Name			
Street			
City State ZIP Code			

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- **Environmental law** means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- **Site** means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Name

- **Hazardous material** means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No

☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
	Name		<input type="checkbox"/> Pending
Case number	Street		<input type="checkbox"/> On appeal
			<input type="checkbox"/> Concluded
	City State ZIP Code		

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

24. Has the debtor notified any governmental unit of any release of hazardous material?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. _____ Name _____ Street _____ _____ City State ZIP Code		EIN: _____ Dates business existed From _____ To _____

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Dates of service
26a.1. <u>Viteri Financial Services</u> Name <u>6721 Sw 69th Ter</u> Street _____ <u>South Miami, FL 33143-3134</u> City State ZIP Code	From <u>1/2000</u> To <u>01/2019</u>

Name and address	Dates of service
26a.2. <u>Viteri Financial Services</u> Name <u>6721 SW 69th Terrace</u> Street _____ <u>Miami, FL 33143-3134</u> City State ZIP Code	From <u>5/2022</u> To <u>Present</u>

Name and address	Dates of service
26a.3. <u>Scott G. Sommerstein, CPA</u> Name <u>9611 Memorial Road</u> Street _____ <u>Miami, FL 33157</u> City State ZIP Code	From <u>5/19</u> To <u>5/2022</u>

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

Name and address	Dates of service
26b.1. _____ Name _____ Street _____ _____ City State ZIP Code	From _____ To _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address

If any books of account and records are unavailable, explain why

26c.1.

Viteri Financial Services

Name

6721 Sw 69th Ter

Street

South Miami, FL 33143-3134

City

State

ZIP Code

26d.

List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

26d.1.

Name

Street

City

State

ZIP Code

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☐ No

☒ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

Chinnaraj Vellingiri

09/26/2023

\$77,739.30

Name and address of the person who has possession of inventory records

27.1.

Bobby Raymond

Name

116 Hoxie St

Street

Coupland, TX 78615

City

State

ZIP Code

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name

Address

Position and nature of any interest

% of interest, if any

William Robinson, Sr.

Calle Don Ramon de la Cruz 71 Madrid, Spain, NC 28001

Shareholder, Director, President,

97.00%

William A. Robinson, Jr.

168 Ridgewood Dr Brewster, MA 02631-1044

Shareholder, Director, Secretary,

1.00%

John Robinson

301 West Ave Unit 4603 Austin, TX 78701-4761

CEO, Treasurer,

0.00%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No

☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
------	---------	-------------------------------------	---

Frank A. Maresma 6750 Sw 73rd Ct Miami, FL 33143-2923 Treasurer From
To

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No

☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
-------------------------------	--	-------	--------------------------------

30.1. Carlos Robinson Salvatierra \$5,757.41 11/04/2022 Commissions
Name
3701 Quick Hill Rd Apt 16301 \$5,000.00 12/01/2022
Street \$10,766.54 1/30/2023
\$1,410.99 2/16/2023
Austin, TX 78728-1304 \$2,500.00 4/7/2023
City State ZIP Code
Relationship to debtor \$2,500.00 4/17/2023
Contractor and relative of Debtor's principals. \$2,500.00 4/24/2023
\$2,500.00 4/28/2023
\$2,500.00 5/11/2023
\$2,500.00 5/26/2023
\$2,500.00 6/8/2023
\$2,500.00 6/23/2023
\$2,500.00 7/6/2023
\$2,500.00 7/21/2023
\$2,500.00 8/4/2023
\$2,500.00 8/18/2023
\$2,500.00 9/1/203
\$2,500.00 9/26/2023

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
-------------------------------	--	-------	--------------------------------

30.2. William A. Robinson, Jr. \$11,551.45 Wages
Name
168 Ridgewood Dr
Street
Brewster, MA 02631-1044
City State ZIP Code
Relationship to debtor
Shareholder, Director, and Secretary

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☒ No

☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

EIN: ____ - ____ - ____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No

☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

EIN: ____ - ____ - ____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/01/2023
MM/ DD/ YYYY

X /s/ John Robinson
Signature of individual signing on behalf of the debtor

Printed name John Robinson

Position or relationship to debtor CEO

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes

90D (Multiple Items)

Row Labels	Sum of Credit
116 Hoxie.LLC	33,948.00
6/30/2023	8,487.00
7/27/2023	8,487.00
9/1/2023	8,487.00
9/26/2023	8,487.00
American Express - 1005	10,083.96
7/6/2023	1,338.87
8/4/2023	2,083.12
9/1/2023	2,083.12
9/18/2023	4,578.85
Animix, LLC	183,623.63
6/30/2023	14,282.15
7/17/2023	10,000.00
7/21/2023	10,000.00
7/27/2023	18,351.76
8/4/2023	49,955.03
9/8/2023	10,000.00
9/26/2023	71,034.69
BDFTE, LLP	20,000.00
9/29/2023	20,000.00
Berger Singerman	50,330.02
7/26/2023	26,638.90
9/28/2023	23,691.12
Fleischmann's/AB Mauri	8,880.00
7/6/2023	5,920.00
8/11/2023	2,960.00
Genesis Custom Chemical Blending	39,688.00
8/4/2023	10,824.00
9/26/2023	28,864.00
Harney Partners	29,100.00
7/5/2023	5,000.00
8/18/2023	4,350.00
9/28/2023	19,750.00
MTS Logistics	10,330.00
6/30/2023	3,570.00
8/25/2023	6,760.00
SAIA Motor Freight Line, Inc.	13,570.55
7/6/2023	2,515.68
7/17/2023	586.42
7/21/2023	203.61
7/27/2023	887.30
8/4/2023	1,585.90
8/18/2023	2,757.46
9/1/2023	460.47

9/8/2023	722.11
9/26/2023	3,851.60
The Smeberg Law Firm, PLLC	32,000.00
8/31/2023	15,000.00
9/26/2023	17,000.00
TMD Oilfield Technology	49,901.25
7/17/2023	11,560.00
7/21/2023	7,701.75
7/27/2023	12,596.75
8/11/2023	4,091.75
9/26/2023	1,444.00
9/28/2023	
9/29/2023	12,507.00
Wego Chemical Group	8,200.00
7/27/2023	8,200.00
Grand Total	489,655.41

**IN THE UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE: **Bentoli, Inc.**

CASE NO

CHAPTER 11

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 10/01/2023

Signature /s/ John Robinson
John Robinson, CEO

Genesis Chemical
2708 NW Main ST`
Ennis, TX 75119

116 Hoxie, LLC
116 Hoxie St
Coupland, TX 78615-5035

360 Security
4212 Pasada Ln
Round Rock, TX 78681-1680

A Customs Brokerage
2750 Nw 84th Ave
Doral, FL 33122-1926

Adams Warehouse and
Delivery
3701 Yale St
Houston, TX 77018-6563

Alexander Palencia
8950 Sw 75th St # 1605
Miami, FL 33173-3439

Animix, LLC
172 Cross St
Juneau, WI 53039-1246

APC, LLC
Po Box 310510
Des Moines, IA 50331-0510

Apollo Bank
1150 S Miami Ave
Miami, FL 33130-4111

Aqua Water Supply Corp.
Po Box P
Bastrop, TX 78602-1989

AT&T Voices Over IP
Po Box 5019
Carol Stream, IL 60197-5019

Banesco USA
150 Alhambra Cir Ste 100
Coral Gables, FL 33134-4523

Barentz
Po Box 77096
Cleveland, OH 44194-0015

BASF Corporation
Po Box 121151
Dallas, TX 75312-1151

Bastrop County
Po Box 579
Bastrop, TX 78602-0579

Bastrop Scale Co. Inc.
Po Box 2100
Bastrop, TX 78602-9100

Becker
2525 Ponce de Leon Blvd., #825
Coral Gables, FL 33134

Bentoli AgriNutrition India
Pvt., Ltd.
No: 3F2, 3rd Floor, Front Block, Metro Twr
#115 Poonamallee High Road
Chennai 600084

Bentoli Agrinutrition Thailand
Co. Ltd.
333/52-53 Soi Project TIP 8 Moo6, Lieb
Klong
Suvarnabhumi Road, Bangpla, Bangplee,
Samutprakarn 10540 Thailand

Berg Compliance Solutions
LLC
11615 Angus Rd Ste 230
Austin, TX 78759-4007

Berger Singerman LLP
201 E Las Olas Blvd Ste 1500
Ft Lauderdale, FL 33301-4439

Best Cob
Po Box 150
Rock Falls, IL 61071-0150

Bluebonnet Electric
Cooperative, Inc.
Po Box 240
Giddings, TX 78942-0240

BMEX ANIMAL NUTRITION S
DE RL DE CV
PROLONGACION VASCO DE QUIROGA
4309 C201
SANTA FE CUAJIMALPA, CUAJIMALPADE
MORELO
CIUDAD DE MEXICO, MX

Brenntag Southwest
Po Box 970230
Dallas, TX 75397-0230

Brian Engle
4004 Belt Line Road 100
Addison, TX 75001

Build Pro Mechanical LLC
18300 Basket Flower Bend
elgin, TX

Bulk Matrix
1755 Arlington Ave
Columbus, OH 43212-1921

BurIs Plumbing LLC
300 N Kings Canyon Dr
Cedar Park, TX 78613-2346

Caribbean Petrochemical Mnfc
Ltd
MG5J+W58, Arneaud Ave,
San Juan, Trinidad and Tobago

Cedar Park Overhead Doors
1408 N Bell Blvd
Cedar Park, TX 78613-7080

Charlie Sanchez Ins Agency
LLC
1970 Rawhide Dr Apt 210
Round Rock, TX 78681-6958

Chase Auto Finance
Po Box 901076
Fort Worth, TX 76101-2076

Chem Quest, Inc.
Po Box 4458 Dept 207
Houston, TX 77210-4458

Cintas Corporation
Po Box 650838
Dallas, TX 75265-0838

Cintas First Aid & Safety
Po Box 631025
Cincinnati, OH 45263-1025

CMA CGM (America) LLC
5701 Lake Wright Dr
Norfolk, VA 23502-1868

Coface North America
Insurance Co.
Po Box 70280
Philadelphia, PA 19176-0280

Comfort System USA-
Mtech-Icon
1720 Royston Ln
Round Rock, TX 78664-9555

Commonwealth
Massachussets
Po Box 7089
Boston, MA 02241-7001

Consolidated Label Co.
2001 E Lake Mary Blvd
Sanford, FL 32773-7140

Craig Caudill Enterprises
127 Village Park Dr
Georgetown, TX 78633-4461

Delux Business
801 Marquette Ave
Minneapolis, MN 55402-2807

Divendi Americas Inc.
8950 Sw 74th Ct Ste 1605
Miami, FL 33156-3175

Double S Liquid Feed
726 N Bowman Ave
Danville, IL 61832-4030

ECHO Global Logistics Inc.
22168 Network place
Chicago, IL 60673

EDR Property Maintenance
LLC
127 Emory Fields Dr
Hutto, TX 78634-5544

Edward Steve
39/536 Sunshine
Soi Nichada Thani, Samakee Road
Pakkret District, Nonthaburi,
Thailand11120

EP America Inc
1011 E Touhy Ave Ste 135
Des Plaines, IL 60018-5821

Fairview Mills
604 Nemaha St
Seneca, KS 66538-1735

FDOT
Po Box 31241
Tampa, FL 33631-3241

Federal Express
Po Box 660481
Dallas, TX 75266-0481

FedEx Freight
Po Box 10306 Dept Ch
Palatine, IL 60055-0001

Fingerprint Ideas
201 Taylor St
Hutto, TX 78634-4412

Fishbowl Inventory
508 Technology Ave Bldg C
Orem, UT 84097-6210

Fleischmann's AB Mauri
4240 Duncan Ave Ste 150
Saint Louis, MO 63110-1123

Foodmaster Logistics LLC
7202 Beneva Rd
Sarasota, FL 34238-2806

Frank A. Maresma
6750 Sw 73rd Ct
Miami, FL 33143-2923

Frank A. Maresma
6750 Sw 73rd Ct # 1605
Miami, FL 33143-2923

GCCI SD TAX SERVICES
Po Box 2805
Baytown, TX 77522-2805

Geico Insurance Company
Po Box 509105
San Diego, CA 92150-9105

Gepax Group LLC.
2646 30th St Apt 1f
Astoria, NY 11102-2066

GlobalTranz
Po Box 203285
Dallas, TX 75320-3285

Halliburton
Po Box 301341
Dallas, TX 75303-1341

Harland Business Solutions
15955 La Cantera Pkwy
San Antonio, TX 78256-2589

Harney Partners
8911 N Capital of Texas Hwy Ste 2120
Austin, TX 78759-7200

Hawkins, Inc.
Po Box 860263
Minneapolis, MN 55486-0263

Holland & Knight LLP
98 San Jacinto Blvd Ste 1900
Austin, TX 78701-4238

Hydraulic House Inc
6300a Burleson Rd
Austin, TX 78744-1411

ICC Ind. Com. Exp. Imp. Ltda
3500 PNC Tower 101 South 5th Street
Louisville, KY 40202

Inpak Systems, Inc.
Po Box 8663
Madison, WI 53708-8663

Integraws SA de C.V
PROL CALZADA N Ext 110 Col LA
MARTINICA
Leon, Guanajuato, MEX37500

INTERNAL REVENUE SERVICE
Special Procedures - Insolvency
P.O. BOX 21126
PHILADELPHIA, PA 19114

John C. Robinson
301 West Ave Unit 4603
Austin, TX 78701-4761

Kell C Mercer PC
901 S MoPac Expy Bld 1 Ste 300
Austin, TX

King of Freight
Po Box 49170
Wichita, KS 67201-9170

Liminality Ventures, LLC
301 West Ave, Unit 4603
Austin, TX 78601

LoneStar Forklift
Po Box 561075
Denver, CO 80256-1075

MADFRABIA INTERNATIONAL
CORP
8085 Nw 68th St
Miami, FL 33166-2794

Mighty Fortress Electric
2111 Whistling Way
Taylor, TX 76574-1375

MS Pallet Company
1713 Hydro Dr
Austin, TX 78728-7726

MTS Logistics
5 W 37th St Rm 300
New York, NY 10018-5352

Office Depot
Po Box 88040
Chicago, IL 60680-1040

Office of the Texas State
Chemist
Po Box 3160
College Sta, TX 77841-3160

OSPREY Biotechnics
Po Box 502391
Saint Louis, MO 63150-2391

Pay Cargo, LLC
201 Alhambra Cir Ste 711
Coral Gables, FL 33134-5108

Phibro Animal Health Corp
229 Radio Rd
Quincy, IL 62305-7534

Potts Blacklock Senterfitt
4800 Bee Caves Rd Ste 100
W Lake Hills, TX 78746-5215

Progressive Express Ins
Company
6300 Wilson Mills Rd
Mayfield Vlg, OH 44143-2109

Quality Fire Protection
Po Box 354
Eddy, TX 76524-0354

Quickbase
290 Congress St
Boston, MA 02210-1033

Quill Corporation
Po Box 37600
Philadelphia, PA 19101-0600

Repacorp
Po Box 933485
Cleveland, OH 44193-0040

Rinnovo Management
Po Box 670
Jensen Beach, FL 34958-0670

William Robinson, Sr
Calle Don Ramon de la Cruz 71
Madrid, Spain, NC 28001

Royalty Eximport, Inc
8422 Nw 70th St
Miami, FL 33166-2637

SAIA Motor Freight Line, Inc.
Po Box 730532
Dallas, TX 75373-0532

Sana Care
8085 Nw 68th St
Miami, FL 33166-2794

Scott G Somerstein, CPA, PA
9611 Memorial Rd
Cutler Bay, FL 33157-8741

Scoular
250 Marquette Ave Ste 1050
Minneapolis, MN 55401-1877

Seaboard Marine Ltd
Po Box 743934
Atlanta, GA 30374-3934

SeaCoast Bank
815 Colorado Ave
Stuart, FL 34994-3053

Sealand
9300 Arrowpoint Blvd
Charlotte, NC 28273-8136

Secretary of State
Authentication Unit
Po Box 13550
Austin, TX 78711-3550

Shawnee Milling Company
Po Box 1567
Shawnee, OK 74802-1567

Ship Global Logistics
1605 John St Ste 201a
Fort Lee, NJ 07024-2584

Shipco Transport Inc.
1235 North Loop W Ste 450
Houston, TX 77008-4724

Smith Air Inc.
Po Box 60666
Houston, TX 77205-0666

Spectrum Enterprise
1900 Blue Crest Ln
San Antonio, TX 78247-4315

Squire Patton Boggs (US)LLP
200 S Biscayne Blvd Ste 4700
Miami, FL 33131-2303

Suburban Propane
Po Box 12124
Fresno, CA 93776-2124

Sunson Industry Group
155 Quinfeng Road
Yinchuan, China

Sunson Industry Group Co.,
Ltd.
155 Quinfeng Road, Jinfeng Dist.
Yinchuan, China (750002) CHINA

Swiss pac
1720 Hurd Dr
Irving, TX 75038-4324

TASC
ATTN: Client Invoices
Po Box 88278
Milwaukee, WI 53288-8278

TCEQ
Po Box 13089
Austin, TX 78711-3089

Texas Comptroller of Public
Account
Attn: Bankruptcy
Po Box 149359
Austin, TX 78714-9359

Texas Welding Supply
4705 Commercial Park Dr
Austin, TX 78724-2634

TForce Freight
1000 Semmes Ave Po Box 1216
Richmond, VA 23224-2246

The Bug Master
1912 Smith Rd
Austin, TX 78721-3547

The Smeberg Law Firm
4 Imperial Oaks
San Antonio, TX 78248-1609

TMD Oilfield Industry
2010 Grandway Dr
Katy, TX 77449-5948

T-Mobile
Po Box 742596
Cincinnati, OH 45274-2596

Transpak, Inc
Po Box 102762
Pasadena, CA 91189-0128

Travis County Tax Office
Po Box 149328
Austin, TX 78714-9328

U.S. Department of Labor
-OSHA
1033 La Posada Dr Ste 375
Austin, TX 78752-3832

U.S. Small Business
Administration
409 3rd St, SW
Washington, DC 20416

ULINE
PO BOX 88741
Chicago, IL 60680

United food corporation
2 Tower Center Blvd Fl 12
E Brunswick, NJ 08816-1100

United States Treasury
Po Box 71052
Philadelphia, PA 19176-6052

USDA
Po Box 979039
Saint Louis, MO 63197-9000

Veconinter
7205 Nw 19th St Ste 303
Miami, FL 33126-1229

Manuel Sotero Vinagre
110340 PO Box
Hialeah , FL 33011

Waste Management of Austin
Po Box 660345
Dallas, TX 75266-0345

Waste Management of Texas
Po Box 660345
Dallas, TX 75266-0345

Wego Chemical Group
239 Great Neck Rd
Great Neck, NY 11021-3301

Wells Fargo Equipment
Finance
Po Box 7777
San Francisco, CA 94120-7777

William A. Robinson, Jr.
168 Ridgewood Dr
Brewster, MA 02631-1044

William A. Robinson, Jr.
168 Ridgewood Drive
Brewster, MA 02613-1044

William A. Robinson, Sr.
Calle Don Ramon de la Cruz 71
Madrid, Spain 28001

Woods Distribution Solutions
LLC
2900 Meacham Blvd
Fort Worth, TX 76137-4605

Zoro Tools
Po Box 5233
Janesville, WI 53547-5233

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re:	§	Chapter 11
	§	
Bentoli, Inc.	§	
	§	Case No. 23-_____
	§	SubChapter V
Debtor	§	

**GLOBAL NOTES, METHODOLOGY AND SPECIFIC
DISCLOSURES REGARDING THE DEBTOR'S SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Introduction

On October 1, 2023 (the “*Petition Date*”), Bentoli, Inc. (“*Bentoli*”), debtor and debtor-in-possession in the above-captioned chapter 11 case (the “*Debtor*”) filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the “*Bankruptcy Code*”).

Pursuant to the requirements of Bankruptcy Code Section 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), the Debtor, with the assistance of its advisors, has filed its Schedules of Assets and Liabilities (the “*Schedules*”) and Statements of Financial Affairs (the “*Statements*”) with the United States Bankruptcy Court for the Western District of Texas (the “*Bankruptcy Court*”).

John Robinson is Debtor’s CEO and has signed the Schedules and Statements. In reviewing and signing the Schedules and Statements, John Robinson has relied upon the information in the books and records of the Debtor. John Robinson has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors.

These *Global Notes, Methodology and Specific Disclosures Regarding the Debtor’s Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “*Global Notes*”) pertain to, are incorporated by reference in and comprise an integral part of the Debtor’s Schedules and Statements. The Global Notes should be referred to and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“*GAAP*”), nor are they intended to be fully reconciled with the financial statements of the Debtor. Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtor’s commercially reasonable best efforts to report the assets and liabilities of the Debtor.

In preparing the Schedules and Statements, the Debtor relied upon financial data derived from its books and records that was available at the time of such preparation. Although the Debtor has made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised or subsequent information, may cause a material change to the Schedules and Statements. Thus, the Debtor is unable to warrant or represent the Schedules and Statements are without inadvertent errors, omissions or inaccuracies. Accordingly, the Debtor reserves all of its rights to amend, supplement or otherwise modify the Schedules and Statements as is necessary and appropriate. Notwithstanding the foregoing, the Debtor shall not be required to update, amend or supplement the Schedules and Statements, but reserve the right to do so.

Global Notes and Overview of Methodology

Reservation of Rights. Nothing contained in the Schedules and Statements shall constitute a waiver of the Debtor's rights or an admission with respect to its chapter 11 case, including, without limitation, any issues involving substantive consolidation, equitable subordination, offsets or defenses and/or causes of action arising under, *inter alia*, the provisions of Chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws.

Books and Records. John Robinson became the Interim CEO in March 2023, having previously served as CEO prior to 2018. From 2018 until 2023, the books and records of Bentoli were under the control of outside individuals (Alex Palencia and Frank Maresma). Such individuals altered the manner in which Bentoli had historically maintained its books and records. Every effort has been made to reflect matters accurately in the Schedules and Statements; however, to the extent information is derived from the time period referenced above, Bentoli must reserve all rights regarding the accuracy of such information.

Description of Case. On the Petition Date, the Debtor filed a voluntary petition for relief pursuant to Chapter 11 of the Bankruptcy Code. The Debtor is operating its business and managing its property as debtor-in-possession pursuant to Bankruptcy Code Sections 1107(a) and 1108. No trustee or examiner has been requested in this chapter 11 case, and no committees have been appointed or designated.

Net Book Value of Assets. It would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets for the Debtor to obtain current market valuations for all of its assets. Accordingly, unless otherwise indicated, the Debtor's Schedules and Statements reflect net book values as of September 29, 2023. Market values of these assets may vary, at some times materially, from the net book value of such assets. Additionally, because the book values of assets such as trademarks may materially differ from their fair market values, they are listed as undetermined amounts as of the Petition Date. Furthermore, assets which have fully depreciated or were expensed for accounting purposes do not appear in these Schedules and Statements as they have no net book value.

Personal Property – Leased. In the ordinary course of business, the Debtor may lease furniture, fixtures, and office equipment from certain third-party lessors for use in the daily operation of its business. Nothing in the Schedules and Statements is or shall be construed as an admission regarding any determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtor reserves all of its rights with respect to any such issue.

Recharacterization. Notwithstanding the Debtor's commercially reasonable best efforts to properly characterize, classify, categorize or designate certain claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and Statements, the Debtor may nevertheless have improperly characterized, classified, categorized, designated or omitted certain items. Accordingly, the Debtor reserves all of its rights to recharacterize, reclassify, recategorize, redesignate, add or delete items reported in the Schedules and Statements at a later time as is necessary and appropriate, as additional information becomes available.

Liabilities. The Debtor allocated liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtor reserves all of its rights to amend, supplement or otherwise modify the Schedules and Statements as is necessary and appropriate as it determines in its sole and absolute discretion.

The liabilities listed on the Schedules do not reflect any analysis of claims pursuant to Bankruptcy Code Section 503(b)(9). Accordingly, the Debtor reserves all of its rights to dispute or challenge the validity of any asserted claims under Bankruptcy Code Section 503(b)(9) or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

Insiders. For purposes of the Schedules and Statements, the Debtor defines "insiders" pursuant to section 101(31) of the Bankruptcy Code to include the following: (a) directors; (b) officers; (c) shareholders holding in excess of 5% of the voting shares of the Debtor (whether directly or indirectly); (d) relatives of directors, officers or shareholders of the Debtor (to the extent known by the Debtor); (e) persons in control; and (f) Debtor/non-Debtor affiliates.

Persons listed as "insiders" have been included for informational purposes only. The Debtor does not take any position with respect to: (a) such person's influence over the control of the Debtor; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including the federal securities laws, or with respect to any theories of liability or for any other purpose.

Intellectual Property Rights. Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction.

Classifications. Listing a claim on (a) Schedule D as “secured,” (b) Schedule E/F as “priority,” (c) Schedule E/F as “unsecured” or (d) listing a contract or lease on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtor of the legal rights of the claimant or a waiver of the Debtor’s rights to recharacterize or reclassify such claims or contracts or leases or to setoff of such claims.

Claims Description. Schedules D and E/F permit the Debtor to designate a claim as “disputed,” “contingent” and/or “unliquidated.” Any failure to designate a claim on the Debtor’s Schedules as “disputed,” “contingent” or “unliquidated” does not constitute an admission by the Debtor that such amount is not “disputed,” “contingent” or “unliquidated,” or that such claim is not subject to objection. The Debtor reserves all of its rights to dispute, or assert offsets or defenses to, any claim reflected on its Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtor expressly reserves all of its rights to subsequently designate such claims as “disputed,” “contingent” or “unliquidated.” Moreover, listing a claim does not constitute an admission of liability by the Debtor.

Causes of Action. Despite reasonable efforts, the Debtor may not have identified and/or set forth all of its (filed or potential) causes of action against third parties as assets in its Schedules and Statements. The Debtor reserves all of its rights with respect to any causes of action against third parties and nothing in the Global Notes or the Schedules and Statements shall be deemed a waiver of any such causes of action which are expressly reserved.

Summary of Significant Reporting Policies. The following is a summary of significant reporting policies:

- a. **Undetermined Amounts.** The description of an amount as “unknown,” “TBD” or “undetermined” is not intended to reflect upon the materiality of such amount.
- b. **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- c. **Liens.** Property, inventory and equipment listed in the Schedules may be presented without consideration of any liens that may attach (or have attached) to such property and equipment.
- d. **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.

Global Notes Control. In the event that the Schedules and Statements differ from the foregoing Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtor's Schedules

Schedule A/B. The Debtor may have listed certain assets as real property when such assets are in fact personal property, or the Debtor may have listed certain assets as personal property when such assets are in fact real property. The Debtor reserves all of its rights to recategorize and/or recharacterize such asset holdings to the extent the Debtor determines that such holdings were improperly listed.

Unless indicated otherwise, asset values described in Schedule A/B are representative of values reflected on in the Debtor's records.

Schedule A/B3. The Debtor's cash account values for the checking accounts maintained with Independent Bank reflect the Debtor's balance(s) as of September 29, 2023.

Schedule A/B8. The amount paid as retainer to Smeberg Law Firm PLLC is as of September 29, 2023.

The amount paid as retainer to Harney Partners is as of September 29, 2023.

The amount paid as retainer to BDF Group is as of September 29, 2023.

Schedule A/B11. The Debtor has disclosed the net book value with respect to accounts receivable listed on Schedule A/B11, which represents the amount of the accounts receivable netted by any "doubtful accounts." For purposes of Schedule A/B11, "doubtful accounts" are those accounts that the Debtor has identified as unlikely to be paid given the amount of time such accounts have been outstanding.

Schedules A/B39-41 and A/B50. For purposes of Schedules A/B39-41 and A/B50, the value of certain assets may be included in a fixed asset group or certain assets with a net book value of zero may not be set forth on Schedules A/B39-41 and A/B50.

Schedule A/B75. In the ordinary course of its business, the Debtor may have accrued, or may subsequently accrue, certain rights to causes of action, counterclaims, setoffs, or refunds with various parties. Additionally, the Debtor may be a party to pending litigation in which the Debtor has asserted, or may assert, causes of action as a plaintiff or counterclaims as a defendant. To the extent such rights are known and quantifiable, they are listed on Schedule A/B75; however, any such rights which are unknown to the Debtor or not quantifiable as of the Petition Date are not listed on Schedule A/B75.

Schedule E/F, Part 1. The claims listed on Schedule E/F, Part 1 arose or were incurred on various dates; a determination of the date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. All claims listed on Schedule E/F, Part 1, however, appear to have arisen or to have been incurred before the Petition Date.

Schedule E/F, Part 2. The Debtor has used its commercially best reasonable efforts to report all general unsecured claims against the Debtor on Schedule E/F, Part 2 based upon the Debtor's existing books and records as of the Petition Date. The claims of individual creditors for, among other things, products, goods or services are listed as either the lower of the amounts invoiced by such creditor or the amounts entered on the Debtor's books and records and may not reflect credits or allowances due from such creditors to the Debtor. The Debtor reserves all of its rights with respect to any such credits and allowances including the right to assert objections and/or setoffs with respect to same. Schedule E/F, Part 2 does not include certain deferred charges, deferred liabilities, accruals or general reserves. Such amounts are, however, reflected on the Debtor's books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date. The Debtor has made every effort to include as a contingent, unliquidated or disputed the claim of any vendor not included on the Debtor's open accounts payable that is associated with an account that has an accrual or receipt not invoiced.

To the extent they are known, Schedule E/F, Part 2 reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or the assumption and assignment of an executory contract or unexpired lease. Additionally, Schedule E/F, Part 2 does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Schedule G. Although the Debtor's existing books, records and financial systems have been relied upon to identify and schedule executory contracts and unexpired leases for the Debtor and diligent efforts have been made to ensure the accuracy of the Debtor's Schedule G, inadvertent errors, omissions or over-inclusion may have occurred. Certain information, such as the contact information of the counterparty, may not be included where such information could not be obtained using the Debtor's reasonable efforts.

Listing a contract or lease on Schedule G does not constitute an admission that such contract or lease is an executory contract or unexpired lease or that such contract or lease was in effect on the Petition Date or is valid or enforceable. The Debtor hereby reserves all of its rights to dispute the validity, status or enforceability of any contracts, leases or other agreements set forth on Schedule G and to amend or supplement Schedule G as necessary. Certain of the contracts and leases listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G.

Certain confidentiality or non-disclosure agreements may not be listed on Schedule G. The Debtor reserves all of its rights with respect to such agreements.

Certain of the contracts and leases listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters and other documents that may not be listed on Schedule G or that may be listed as a single entry. The Debtor expressly reserves its

rights to challenge whether such related materials constitute an executory contract or unexpired lease, a single contract or lease or multiple, severable or separate contracts or leases.

The contracts, leases and other agreements listed on Schedule G may have expired or may have been modified, amended or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments and agreements that may not be listed therein despite the Debtor's use of reasonable efforts to identify such documents.

The Debtor reserves all of its rights, claims and causes of action with respect to the contracts and leases on Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

In addition, the Debtor may have entered into various other types of agreements in the ordinary course of its business, such as subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. Further, the Debtor reserves all of its rights to alter or amend these Schedules to the extent that additional information regarding the Debtor obligor to such executory contracts or unexpired leases becomes available. Certain of the executory contracts or unexpired leases may not have been memorialized and could be subject to dispute. Executory contracts that are oral in nature have not been included on Schedule G.

Omission of a contract or lease from Schedule G does not constitute an admission that such omitted contract or lease is not an executory contract or unexpired lease. The Debtor's rights under the Bankruptcy Code with respect to any such omitted contracts or leases are not impaired by the omission.

The listing of any contract or lease on Schedule G does not constitute an admission by the Debtor as to the validity of any such contract or lease or an admission that such contract or lease is an executory contract or unexpired lease. The Debtor reserves all of its rights to dispute the effectiveness of any such contract or lease listed on Schedule G or to amend Schedule G at any time to remove any contract or lease.

To the extent a contract or lease states that the term is one month or less, the contract or lease may be operating on a month-to-month basis that allows one or both parties to terminate upon providing 30 day notice.

Schedule H. For purposes of Schedule H, the Debtor may not have identified certain guarantees associated with the Debtor's executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. The Debtor reserves all of its rights to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable.

In the ordinary course of its business, the Debtor may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom

may assert cross-claims and counterclaims against other parties. Because all such claims are contingent, disputed or unliquidated, such claims have not been set forth individually on Schedule H. Litigation matters can be found on the Debtor's Schedule E/F, Part 2 and Statement 4a, as applicable.

Specific Disclosures with Respect to the Debtor's Statements

Statement 1. The amounts listed in Statement 1 reflect the revenue for the fiscal years 2021, 2022 and the year-to-date portion of fiscal year 2023 of the Debtor as such amount is calculated in the Debtor's records.

Statement 4. Payment to Waller Law and Holland & Knight: December 2022, Waller Lansden Dortch & Davis, LLP ("Waller") was retained by William A. Robinson, Sr. ("WAR, Sr.") to represent him as a shareholder of Bentoli, Inc. and as a guarantor of obligations purportedly owing to Alex Palencia in connection with a lawsuit filed in Travis County (the "Lawsuit"). In such engagement, John C. Robinson ("JCR") was appointed as an agent for WAR, Sr. As of March 1, 2023, Holland & Knight, LLP ("H&K") acquired Waller and the representation of WAR, Sr. continued.

WAR Sr. provided a secured credit facility to Bentoli (as subsequently amended, the "Credit Facility") in the initial amount of \$200,000 that was later increased to \$250,000. H&K represented the interests of WAR, Sr. in connection with the Credit Facility, and Bentoli was represented by the law firm of Berger Singerman, LLP ("Berger Singerman").

In May 2023, the Initial Engagement was modified, and H&K was additionally retained by Bentoli solely for representing Bentoli in connection with the Lawsuit. H&K withdrew from representing Bentoli in connection with the Lawsuit on or about September 28, 2023.

In September 2023, Liminality Ventures, LLC ("Liminality"), an entity owned and controlled by John C. Robinson, refinanced the Credit Facility, and the Credit Facility was assigned by WAR, Sr. to Liminality (the "Assignment"). H&K represented Liminality in connection with the Assignment. The available credit under the Credit Facility was subsequently increased by Liminality to \$400,000. In connection with the Assignment and the increase in credit capacity, H&K represented Liminality and, at all times, Bentoli was represented by Berger Singerman.

Pursuant to the Credit Facility, Bentoli, among other things, agreed to reimburse WAR, Sr. and Liminality for any fees and expenses paid to Waller and/or H&K.

In some instances, Waller and/or H&K may have been paid directly by WAR, Sr., JCR or Liminality. In other instances, Waller and/or H&K may have been paid by Bentoli, Inc., from funds earmarked by WAR, Sr., JCR or Liminality for the purpose of paying Waller and/or H&K. In all instances, the amounts received by Waller and/or H&K were considered advances under the Credit Facility.

Payments to Nassim Hill Properties LP ("Nassim"): Nassim is an entity that is owned or controlled by John C. Robinson. Nassim owned the property in Elgin, Texas that was previously leased to Bentoli and served as its headquarters. When Bentoli vacated the premises in 2022, it abandoned any and all equipment and inventory that were left on the premises.

Statement 7. Information provided in Statement 7 includes only those legal disputes and administrative proceedings that are formally recognized by an administrative, judicial or other adjudicative forum. In the Debtor's attempt to provide full disclosure, to the extent a legal dispute or administrative proceeding is not formally recognized by an administrative, judicial or other adjudicative forum due to certain procedural conditions that counterparties have yet to satisfy, the Debtor has identified such matters on Schedule E/F, Part 2 for the Debtor. Additionally, any information contained in Statement 7 shall not be a binding representation of the Debtor's liabilities with respect to any of the suits and proceedings identified therein.

Statement 10. The Debtor may occasionally incur losses for a variety of reasons, including theft and property damage. The Debtor, however, may not have records of all such losses as to the extent such losses do not have a material impact on the Debtor's business or are not reported for insurance purposes.

Statement 13.

In 2022, under the leadership of Maresma, the Debtor dismantled the production capabilities within its Elgin facility, selling off process equipment and subsequently abandoning all remaining equipment and improvements. The Debtor then relocated to a storefront retail office with a small storage warehouse in Coupland, Texas.

A variety of equipment, including storage siloes, reactors, spray driers, powder shifters, office furniture, chillers, refrigeration equipment and furnaces, was sold and/or abandoned by the Debtor over this period. The Debtor's former landlord, Nassim Hill Properties, LP, paid approximately \$50,000 to have the abandoned equipment scrapped, abandoned chemicals safely disposed of, and the facility cleaned for future tenants.